

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SHERIDAN HOLDING COMPANY I, LLC, *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 20-31884 (DRJ)

(Jointly Administered)

Objection Deadline: May 12, 2020 @ 4:00 p.m. (CT)

**ALIXPARTNERS, LLP'S FINAL APPLICATION FOR THE PERIOD
MARCH 23, 2020 THROUGH MARCH 24, 2020 FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES INCURRED AS PROPOSED
FINANCIAL ADVISOR TO THE CHAPTER 11 REORGANIZED DEBTORS**

Name of Applicant:	AlixPartners LLP	
Applicant's Role in Case:	Financial Advisor to the Chapter 11 Debtors and Debtors in Possession	
Date Order of Employment Signed:	The Reorganized Debtors have requested that the Bankruptcy Court approve AlixPartners LLP's retention <i>nunc pro tunc</i> to the Petition Date	
Time period covered by this Application:	Beginning of Period	End of Period
	March 23, 2020	March 24, 2020
Time period covered by any prior Application:	N/A	NA
Total amounts awarded in all prior Applications:	N/A	
Total fees requested in this Application:	\$24,467.00	
Total professional fees requested in this Application:	\$24,467.00	
Total actual professional hours covered by this Application:	29.0	

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, include: Sheridan Holding Company I, LLC (7648); Sheridan Investment Partners I, LLC (8607); Sheridan Production Partners I, LLC (8094); Sheridan Production Partners I-A, L.P. (8100); Sheridan Production Partners I-B, L.P. (8104); Sheridan Production Partners I-M, L.P. (8106); and SPP I-B GP, LLC (8092). The location of the Reorganized Debtors' service address is: 1360 Post Oak Blvd., Suite 2500, Houston, Texas 77056.

Average hourly rate for professionals:	\$843.69
Total paraprofessional fees requested in this Application:	\$0
Total actual paraprofessional hours covered by this Application:	0
Average hourly rate for paraprofessionals:	N/A
Reimbursable expenses sought in this application:	\$0
Total to be Paid to Priority Unsecured Creditors:	\$0 ²
Anticipated % Dividend to Priority Unsecured Creditors:	100%
Total to be Paid to General Unsecured Creditors:	\$6,755,596 ³
Anticipated % Dividend to General Unsecured Creditors:	100%
Date of Confirmation Hearing:	March 24, 2020
Indicate whether plan has been confirmed:	Yes [Docket No. 76]

² Each Holder of an Allowed Other Priority Claim shall receive Cash in an amount equal to such Claim. See Plan, Article III.B.

³ Each Holder of an Allowed General Unsecured Claim shall receive either: (i) Reinstatement of such Claim pursuant to section 1124 of the Bankruptcy Code; or (ii) Cash in an amount equal to such Claim. See Plan, Article III.B.

ALIXPARTNERS, LLP

**SUMMARY OF HOURS AND FEES BY PROFESSIONAL
DURING THE FINAL PERIOD
MARCH 23, 2020 THROUGH MARCH 24, 2020**

Professional	Title	Rate	Total Hours During Period	Total Fees During Period
Pilar Tarry	Managing Director	\$1,090	1.5	\$1,635.00
Jeffrey W Kopa	Director	\$840	8.2	\$6,888.00
Richard Robbins	Director	\$910	14.0	\$12,740.00
Jeremy Dioso	Senior Vice President	\$645	3.8	\$2,451.00
Kaitlyn A Sundt	Senior Vice President	\$510	0.9	\$459.00
Laurie C Verry	Senior Vice President	\$510	0.4	\$204.00
Lisa Marie Bonito	Associate	\$450	0.2	\$90.00
Total Fees and Hours for Professionals			29.0	\$24,467.00

Average Billing Rate \$843.69

ALIXPARTNERS, LLP

**SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
DURING THE FINAL PERIOD
MARCH 23, 2020 THROUGH MARCH 24, 2020**

Matter Code		Total Hours During Period	Total Fees During Period
101	Chapter 11 Process/Case Management	0.2	\$90.00
102	Cash Management	9.8	\$7,871.00
103	Communication with Interested Parties	0.9	\$819.00
104	U. S. Trustee / Court Reporting Requirements		
105	Hearing Preparation and Participation	16.9	\$15,075.00
106	Engagement Administration	1.2	\$612.00
107	Fee Applications		
129	Non-Working Travel Time		
TOTAL		29.0	\$24,467.00

Average Billing Rate \$843.69

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SHERIDAN HOLDING COMPANY I, LLC, *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 20-31884 (DRJ)

(Jointly Administered)

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**ALIXPARTNERS, LLP'S FINAL APPLICATION FOR THE PERIOD
MARCH 23, 2020 THROUGH MARCH 24, 2020 FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES INCURRED AS PROPOSED
FINANCIAL ADVISOR TO THE CHAPTER 11 REORGANIZED DEBTORS**

AlixPartners, LLP ("AlixPartners" or the "Firm"), as proposed Financial Advisor to Sheridan Holding Company I, LLC and its affiliated debtors and debtors-in-possession in these Chapter 11 Cases (collectively, the "Reorganized Debtors" or "Debtors"), hereby submits its Final Application (the "Application"), for (i) allowance of compensation for services rendered and for reimbursement of expenses incurred for the period from March 23, 2020 through March 24, 2020 (the "Final Period"). In support of this Application, AlixPartners respectfully states as follows:

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, include: Sheridan Holding Company I, LLC (7648); Sheridan Investment Partners I, LLC (8607); Sheridan Production Partners I, LLC (8094); Sheridan Production Partners I-A, L.P. (8100); Sheridan Production Partners I-B, L.P. (8104); Sheridan Production Partners I-M, L.P. (8106); and SPP I-B GP, LLC (8092). The location of the Reorganized Debtors' service address is: 1360 Post Oak Blvd., Suite 2500, Houston, Texas 77056.

Jurisdiction and Venue

1. The United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The basis for relief requested herein are Sections 330 and 331 of Title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of Texas (the “Local Rules”)

Background

4. On March 23, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

5. The Debtors are authorized to continue operating their businesses and managing their properties as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

6. On March 23, 2020, the Debtors filed its *Disclosure Statement Relating to the Joint Prepackaged Plan of Reorganization Of Sheridan Holding Company I, LLD and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “Disclosure Statement”) [Docket No. 12].

7. On March 23, 2020, the Debtors’ filed its *Amended Joint Prepackaged Plan of Reorganization of Sheridan Holding Company I, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 11].

8. On March 24, 2020, the Restructuring Plan was confirmed and the Court entered the *Order Approving the Debtors' Disclosure Statement for, and Confirming, the Debtors' Amended Joint Prepackaged Chapter 11 Plan* (the "Confirmation Order") [Docket No. 76].

9. On March 30, 2020, the Reorganized Debtors filed the *Notice of (i) Entry of Order Confirming the Debtors' Disclosure Statement For, and Confirming, the Debtors' Amended Joint Prepackaged Chapter 11 Plan and (ii) Occurrence of the Effective Date* [Docket No. 116]. The Restructuring Plan went effective on March 30, 2020 (the "Effective Date").

10. Pursuant to the Confirmation Order and the Effective Date Notice, all professionals requesting compensation for services rendered in connection with the Chapter 11 Cases prior to the Confirmation Date must file with the Bankruptcy Court, and serve on the Reorganized Debtors, an application for the allowance of final compensation and reimbursement of expenses in the Chapter 11 Cases.

Retention of AlixPartners

11. On April 1, 2020, the Reorganized Debtors filed its *Application for Entry of an Order Authorizing the Employment and Retention of AlixPartners, LLP as Financial Advisor* [Docket No. 126] (the "Retention Application"). The deadline to object to this Retention Application is April 22, 2020.

12. The Retention Application outlines the terms and conditions of AlixPartners's fee and expense structure set forth in the Engagement Letter and seeks authorization for AlixPartners to be compensated pursuant to the terms of the Engagement Letter and procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable orders of this Court.

**AlixPartners' Application for Compensation and
for Reimbursement of Expenses during the Final Period**

13. AlixPartners has provided an aggregate of 29.0 hours for professional services rendered. AlixPartners is seeking a final allowance of compensation in the amount of \$24,467.00 during the Final Period. Detailed descriptions of the services rendered and expenses incurred during the Final Period are attached hereto as **Exhibit A**.

14. AlixPartners has not received any compensation for this Application. Therefore, the amount of \$24,467.00 remains outstanding pursuant to the Final Period and pending this Application.

Summary of Professional Services Rendered During the Final Period

15. During the course of AlixPartners' prepetition and post-petition engagement, AlixPartners has (i) advised and assisted the Debtors in forecasting, planning, controlling and other aspects of cash management, including but not limited to preparing and delivering liquidity reporting, (ii) assisted the Debtors' treasury and accounting teams with managing vendor inquiries, reconciliations, and payments, (iv) advised the Debtors in its development of the Restructuring Plan, (v) assisted with Restructuring Plan negotiations with various creditor constituents which culminated in a global settlement amongst substantially all creditor constituents, (vi) led the coordination, response and information flow to a myriad of creditor constituents, which was crucial to ensure all constituents received the information they requested on a timely basis and allowed the company's personnel to focus efforts on their day to day responsibilities, (vii) supported the exit financing process by developing free cash flow analysis, facilitating the due diligence effort, preparing materials to support the management team and preparing a detailed sources and uses analysis, (ix) facilitated final distribution of funds between existing and new creditor constituents. Additionally, we have a team of professionals working in Houston, Texas alongside management of the Debtors to

assist the Debtors in performing certain financial functions.

Professional Services By Category During the Final Period

16. AlixPartners classified all services performed for which compensation is sought into separate categories. Summarized below is a description of the services provided by AlixPartners to the Debtors during the Final Period in each significant service area.

17. The following summaries are intended to highlight key services rendered by AlixPartners during the Final Period in certain project billing categories where AlixPartners has expended a considerable number of hours on behalf of the Debtors, and are not meant to be a detailed description of all of the work performed by AlixPartners. The primary focus of AlixPartners was centered around the following areas:

101 Chapter 11 Process / Case Management	<u>Hours</u>	<u>0.2</u>	<u>Fees</u>	<u>\$90.00</u>
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This category includes many different tasks necessary to comply with the requirements of this Court, the Office of the United States Trustee, and/or the Bankruptcy Code, including without limitation, organizing and managing the Debtors' resources to effectively and efficiently plan; coordinate and manage the chapter 11 process; reviewing and maintaining dockets and case calendars, preparation of motions and support in filing of objections as well as other miscellaneous tasks not otherwise separately classifiable.

102 Cash Management	<u>Hours</u>	<u>9.8</u>	<u>Fees</u>	<u>\$7,871.00</u>
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This category includes monitoring daily liquidity; assisting the company in planning and tracking cash payments; and assisting the company in determining what payments can be made based upon payments made to date and available liquidity.

U.S. Trustee /

104 Court Reporting Requirements	<u>Hours</u>	<u>0.9</u>	<u>Fees</u>	<u>\$819.00</u>
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This category includes assisting the Debtors with the preparation of financial and operating information required by such parties as the U.S. Trustee and/or the Court, including interim and monthly operating reports and motions, orders and stipulations related thereto.

105 Hearing and Participation	<u>Hours</u>	<u>16.9</u>	<u>Fees</u>	<u>\$15,075.00</u>
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This category includes preparing for and attendance at Court hearings.

106 Engagement Administration

Hours 1.2

Fees

\$612.00

This category includes the necessary time that AlixPartners' professionals spent managing the retention and relationship disclosure processes. Appropriate staffing levels were utilized to minimize the cost associated with these activities.

18. AlixPartners believes that the fees and expenses requested are reasonable, and all amounts requested are for actual and necessary services rendered on behalf of the Debtors.

19. AlixPartners has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases. No promises have been received by AlixPartners or any member thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

Conclusion

WHEREFORE, AlixPartners, as proposed Financial Advisor to the Reorganized Debtors, respectfully requests that the Court enter an order providing that: (i) that a final allowance be awarded to AlixPartners in the amount of \$24,467.00 as compensation for necessary professional services rendered during the Final Period; (ii) that the Reorganized Debtors be authorized and directed to pay AlixPartners the outstanding amount of \$24,467.00; and (iii) for such other and further relief as this Court deems proper.

Dated: April 21, 2020

ALIXPARTNERS, LLP
300 N. LaSalle Street, Suite 1900
Chicago, IL 60654

/s/ Pilar Tarry

By: Pilar Tarry
Managing Director

ALIXPARTNERS, LLP

Exhibit A

**Detailed Description of Fees, Hours and Descriptions by Matter Category
For the Period March 23, 2020 through March 24, 2020**

AlixPartners

Mr. Matt Heintz
General Counsel
Sheridan Production Company, L.L.C.
1360 Post Oak Blvd., Suite 2500
Houston, TX 77056

Invoice # 2122710-1

Re: Chapter 11 Process / Case Management
Client/Matter # 012579.00101

Date	Consultant	Description of Services	Hours
03/23/20	LMB	Review court docket	0.20
Total			<u>0.20</u>

AlixPartners

Mr. Matt Heintz
General Counsel
Sheridan Production Company, L.L.C.
1360 Post Oak Blvd., Suite 2500
Houston, TX 77056

Invoice # 2122710-1

Re: Chapter 11 Process / Case Management
Client/Matter # 012579.00101

Fee Recap:

Consultant	Hours	Rate	Amount
Lisa Marie Bonito	0.20	450.00	90.00
Total Hours & Fees	0.20		90.00

AlixPartners

Mr. Matt Heintz
 General Counsel
 Sheridan Production Company, L.L.C.
 1360 Post Oak Blvd., Suite 2500
 Houston, TX 77056

Invoice # 2122710-1
 Re: Cash Management
 Client/Matter # 012579.00102

Date	Consultant	Description of Services	Hours
03/23/20	JD	Reviewed files and updated model to reflect prior week actuals	2.60
03/23/20	RR	Prepare fund flow analysis	2.40
03/23/20	KAS	Request 90 day payment history from Finance.	0.10
03/23/20	RR	Review payment history files	1.30
03/24/20	RR	Prepare funds flow analysis	2.20
03/24/20	JD	Updated Fund 1 cash TSA model to reflect discussed changes	1.20
Total			9.80

AlixPartners

Mr. Matt Heintz
General Counsel
Sheridan Production Company, L.L.C.
1360 Post Oak Blvd., Suite 2500
Houston, TX 77056

Invoice # 2122710-1

Re: Cash Management
Client/Matter # 012579.00102

Fee Recap:

Consultant	Hours	Rate	Amount
Kaitlyn A Sundt	0.10	510.00	51.00
Jeremy Dioso	3.80	645.00	2,451.00
Richard Robbins	5.90	910.00	5,369.00
Total Hours & Fees	9.80		7,871.00

AlixPartners

Mr. Matt Heintz
General Counsel
Sheridan Production Company, L.L.C.
1360 Post Oak Blvd., Suite 2500
Houston, TX 77056

Invoice # 2122710-1

Re: Communication with Interested Parties
Client/Matter # 012579.00103

Date	Consultant	Description of Services	Hours
03/24/20	RR	Discussions with management regarding results of hearing	0.90
Total			<u><u>0.90</u></u>

AlixPartners

Mr. Matt Heintz
General Counsel
Sheridan Production Company, L.L.C.
1360 Post Oak Blvd., Suite 2500
Houston, TX 77056

Invoice # 2122710-1

Re: Communication with Interested Parties
Client/Matter # 012579.00103

Fee Recap:

Consultant	Hours	Rate	Amount
Richard Robbins	0.90	910.00	819.00
Total Hours & Fees	0.90		819.00

AlixPartners

Mr. Matt Heintz
 General Counsel
 Sheridan Production Company, L.L.C.
 1360 Post Oak Blvd., Suite 2500
 Houston, TX 77056

Invoice # 2122710-1

Re: Hearing Preparation and Participation
 Client/Matter # 012579.00105

Date	Consultant	Description of Services	Hours
03/23/20	RR	Prepare for first day/confirmation hearing	1.60
03/23/20	RR	First day motion testimony preparation	2.70
03/23/20	JK	Prepared for confirmation hearing.	3.30
03/24/20	RR	Attend telephonic hearing	0.70
03/24/20	RR	Prepare for first day / confirmation hearing	2.20
03/24/20	PT	Confirmation related activity	1.50
03/24/20	JK	Prepared for confirmation hearing regarding best interests test.	2.80
03/24/20	JK	Attendance at and testimony in support of confirmation hearing regarding best interests test.	2.10
Total			<u>16.90</u>

AlixPartners

Mr. Matt Heintz
General Counsel
Sheridan Production Company, L.L.C.
1360 Post Oak Blvd., Suite 2500
Houston, TX 77056

Invoice # 2122710-1

Re: Hearing Preparation and Participation
Client/Matter # 012579.00105

Fee Recap:

Consultant	Hours	Rate	Amount
Jeffrey W Kopa	8.20	840.00	6,888.00
Richard Robbins	7.20	910.00	6,552.00
Pilar Tarry	1.50	1,090.00	1,635.00
Total Hours & Fees	16.90		15,075.00

AlixPartners

Mr. Matt Heintz
General Counsel
Sheridan Production Company, L.L.C.
1360 Post Oak Blvd., Suite 2500
Houston, TX 77056

Invoice # 2122710-1

Re: Engagement Administration
Client/Matter # 012579.00106

Date	Consultant	Description of Services	Hours
03/23/20	LCV	Email communication with engagement team re: Chapter 11 preparation and processes.	0.40
03/23/20	KAS	Revise AlixPartners' retention pleadings	0.70
03/23/20	KAS	Circulate updated retention pleadings to P. Tarry and R. Robbins (both AlixPartners) for review.	0.10
Total			<u>1.20</u>

AlixPartners

Mr. Matt Heintz
General Counsel
Sheridan Production Company, L.L.C.
1360 Post Oak Blvd., Suite 2500
Houston, TX 77056

Invoice # 2122710-1

Re: Engagement Administration
Client/Matter # 012579.00106

Fee Recap:

Consultant	Hours	Rate	Amount
Kaitlyn A Sundt	0.80	510.00	408.00
Laurie C Verry	0.40	510.00	204.00
Total Hours & Fees	1.20		612.00